

arrangement with Sun Capital pursuant to the Agreement, and to approve a Post-Petition Chapter 11 Bankruptcy Rider to Sun Capital HealthCare, Inc.'s Master Purchase and Sale Agreement.

WHEREAS, on October 8, 2008, the Court entered an Interim Order approving the Factoring Motion (the “**Interim Factoring Order**”). The Interim Factoring Order established October 20, 2008 as the deadline (the “**Objection Deadline**”) to file objections, if any, to entry of a Final Order approving the Factoring Motion.

WHEREAS, counsel to the Committee, counsel to the Debtor and counsel to Sun Capital (collectively, the “**Parties**”) have diligently participated, and continue to participate in, negotiations to address the Committee's concerns regarding the Factoring Motion.

WHEREAS, on October 17, 2008, the Parties reached an agreement to extend the Committee's deadline to file an objection to the Factoring Motion until 5:00 p.m. (Central) on October 21, 2008 so that the parties could satisfactorily complete their negotiations.

WHEREAS, on October 20, 2008 David Baddley, an attorney for the Committee, consulted Stephen Wolfe, staff attorney at the Office of the United States Trustee, regarding the Parties' agreement to extend the Objection Deadline to October 21, 2008 at 5:00 p.m. (Central). Mr. Wolfe indicated that the Office of the United States Trustee does not oppose the agreed extension.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and among the Committee, the Debtor and Sun Capital, by and through their undersigned counsel, as follows:

1. The Objection Deadline is hereby extended for the Committee only, and not any other party in interest, through and including October 21, 2008 at 5:00 p.m. (Central). The

Objection Deadline shall not be further extended, without the written consent of the Debtor and Sun Capital and the consent of the Office of the United States Trustee.

2. Except as expressly modified pursuant to this Stipulation, the Interim Factoring Order shall remain in full force and effect in accordance with its terms.

3. This Stipulation may be executed in counterparts, each of which shall be deemed an original, but together shall constitute one and the same instrument.

Dated: October 20, 2008

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